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Case No. 6720-CS



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October 14, 2011

VIA HAND DELIVERY & E-FILING

The Honorable Leo E. Strine, Jr.
Chancellor
Court of Chancery
New Castle County Courthouse
500 North King Street, Suite 1551
Wilmington, DE 19801

Re: *In re Medco Health Solutions, Inc. Shareholders Litigation*,
Cons. C.A. No. 6720-CS

Dear Chancellor Strine:

We represent Express Scripts, Inc., Aristotle Holding, Inc., Aristotle Merger Sub, Inc. and Plato Merger Sub, Inc. (collectively, "Express Scripts") in the above-captioned action (the "Delaware Action"). Enclosed for Your Honor's convenience are copies of Express Scripts' motion for judgment on the pleadings pursuant to Court of Chancery Rule 12(c) (the "Motion"), and brief filed in support thereof. Express Scripts respectfully requests that the Motion be decided on an expedited schedule in light of recent developments in the parallel action pending in the United States District Court for the District of New Jersey (the "District Court Action"). A copy of Express Scripts' proposed briefing schedule is enclosed for Your Honor's consideration.

Plaintiffs in the District Court Action refused the invitation to join the Delaware Action. Instead, they seek to certify in the District Court Action an overlapping class of the same Medco stockholders already certified here. Additionally,

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they continue to insist that timely review of the approximately 3.26% termination fee included in the Proposed Transaction (the "Termination Fee") is unavailable from the Court of Chancery.¹ Express Scripts disagrees. Nevertheless, the Motion provides a prompt and appropriate opportunity for review of Plaintiffs' claims, including their challenge to the Termination Fee.

Also included for the Court's convenience is the September 19, 2011, opinion and order (the "Order") denying Defendants' motions to dismiss and motions to stay the District Court Action in favor of the Delaware Action, and the October 11, 2011, order requiring the parties meet with Magistrate Judge Falk as soon as possible to coordinate a discovery schedule. Express Scripts further notes that it has moved the District Court for certification of an interlocutory appeal of the Order.

We are available at the call of the Court to address any questions.

Very truly yours,

/s/ Edward P. Welch

Edward P. Welch (ID No. 671)

Enclosures

cc: Register in Chancery
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¹ For example, Plaintiffs in the District Court Action continue to argue that without District Court review, "Medco's shareholders will lose their chance to secure a meaningful remedy that will open the sales process to allow truly competitive bidding to occur." (Federal Plaintiffs' Brief in Opposition to Express Scripts' Motion to Certify Interlocutory Appeal at 19).